

The Regents of the University of California

COMMITTEE ON HEALTH SERVICES

October 16, 1997

A Special Meeting of the Committee on Health Services was held on the above date at the UC Davis Cancer Center, Sacramento.

Members present: Regents Atkinson, Brophy, Davies, Gonzales, Leach, and Sayles

In attendance: Regents Johnson, Lee, Levin, McClymond, and Montoya, Faculty Representatives Dorr and Weiss, Secretary Trivette, General Counsel Holst, Treasurer Small, Provost King, Vice Presidents Darling, Gomes, Gurtner, and Hopper, Chancellors Berdahl, Carnesale, Dynes, Greenwood, Orbach, Vanderhoef, Wilkening, and Yang, Vice Chancellor Bainton representing Chancellor Debas, and Recording Secretary Bryan

The meeting convened at 2:10 p.m. with Committee Chair Davies presiding.

1. READING OF NOTICE OF MEETING

For the record, it was confirmed that notice was given in compliance with the Bylaws and Standing Orders for a Special Meeting of the Committee on Health Services, for this date and time, for the purpose of considering the appointment of Regent John G. Davies to the UCSF-Stanford Health Care Board of Directors.

2. APPOINTMENT OF REGENT JOHN G. DAVIES TO REPLACE REGENT TIRSO DEL JUNCO AS A MEMBER OF THE UCSF-STANFORD HEALTH CARE BOARD OF DIRECTORS

It was recommended that Regent John G. Davies be appointed to fill the position held by Regent Tirso del Junco on the UCSF-Stanford Health Care Board of Directors, effective immediately.

It was recalled that the bylaws of UCSF-Stanford Health Care require that, subsequent to the initially appointed board, the individuals occupying the Regents' seats on the new corporation's board be elected by The Regents:

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Board of Directors

(b) Composition

(1) Initial Board. The initial directors shall consist of the ten persons elected by the incorporator (the “Initial Elected Directors”) and the persons holding the following positions, who shall serve ex officio with vote (“Initial Ex Officio Directors”): the Dean of the UCSF School of Medicine; the Dean of the Stanford University School of Medicine; the President of Stanford University; the President of the University of California; the Chancellor of UCSF; the President of the corporation and the Chief Medical Officer of the corporation (collectively, the “Initial Directors”).

(2) Subsequent Boards. Upon expiration of the terms of the Initial Elected Directors, as specified in Article IV, Section 3, and thereafter, the board of directors shall consist of 17 directors, seven of whom shall serve ex officio with vote (“Ex Officio Directors”) and ten of whom shall be elected by the Members (“Elected Directors”). The Ex Officio Directors shall consist of the persons occupying the following offices from time to time: the Dean of the UCSF School of Medicine; the Dean of Stanford University School of Medicine; the Chancellor of UCSF; the President of Stanford University; the President of the University of California; the President of the corporation; and the Chief Medical Officer of the corporation. The ten Elected Directors shall consist of: three individuals elected by the UC Class (the “UC Directors”), two of whom at the time of their election are Regents, and one of whom shall be a member of the faculty of UCSF School of Medicine; four individuals elected by the Stanford Class (the “Stanford Directors”), at least two of whom at the time of their election are Trustees, a third person who may but need not be a Trustees, a third person who may but need not be a Trustee and a fourth person who is a member of the faculty of the Stanford School of Medicine; and three other persons who are not employees of either university or of the corporation, Regents, Trustees or “interested persons” within the meaning of this Article IV, Section 1(c). Directors shall serve without compensation for service in their capacity as directors.

The change in representation on the UCSF-Stanford Health Care Board is recommended in recognition of Regent del Junco’s imminent departure from the Board of Regents. Regent Leach will continue to serve in the other Regental position.

Regent Davies has served as Chairman of The Regents' Committee on Health Services since July 1996 and, in that position, has been kept fully informed as to the progress of the clinical services merger activities between UCSF and Stanford Health Services. He has been a member of the Committee on Health Services and its predecessor, the Committee on Hospital Governance, continuously since 1992, his first year on the Board of Regents. Mr. Davies also chaired the group that developed the 1995 change in focus and name for this standing Committee, reflecting the broader scope of matters being considered by The Regents and the changing health care delivery environment. In his Regental activities he has proved his understanding of the challenges facing the academic medical centers and the significance of their role to the University of California's educational mission.

Upon motion duly made and seconded, the Committee approved Chairman del Junco's recommendation and voted to present it to the Board.

The meeting adjourned at 2:15 p.m.

Attest:

Secretary